ASX Announcement

Woolworths Group

25 September 2026

ASX Market Announcements Office
Australian Securities Exchange
20 Bridge Street
Sydney NSW 2000

2026 Annual General Meeting

Woolworths Group will hold its 2026 Annual General Meeting (AGM) as a hybrid meeting on Thursday, 29 October 2026 at 10.00am (AEDT) at Woolworths Group Support Office in Bella Vista, New South Wales and online at meetings.lumiconnect.com/300-861-309-822

Attached for release is the 2026 AGM Notice of Meeting and Proxy Form sent to shareholders today.

Information on how to participate in the AGM is set out in the Notice of Meeting, including how to watch or listen, and how to vote and ask questions.

Authorised by: Dom Millgate, Group Company Secretary

For further information contact:

Investors and analysts	Media
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Woolworths Group

2026
Notice of Annual General Meeting

Thursday, 29 October 2026
10:00am (AEDT)

Woolworths Group Support Office,
1 Woolworths Way, Bella Vista, New South Wales 2153

WOOLWORTHS GROUP LIMITED
ABN 88 000 014 675

Message from the Chair

"Thank you for your continued support of Woolworths Group, I look forward to welcoming you to our 2026 AGM."

On behalf of your Board, I am pleased to invite you to the 2026 Annual General Meeting (AGM or Meeting) for Woolworths Group Limited.

A Notice of Meeting and Explanatory Notes outlining the business of the meeting and important information for shareholders is set out on the following pages and is also available on the Group's website at woolworthsgroup.com.au under 'Investors'.

Woolworths Group is committed to the health and safety of our shareholders, team members, their families and the broader community. If it becomes necessary to make any alternative arrangements in relation to how the 2026 AGM will be held or conducted, we will provide details to shareholders via the ASX announcements platform and on our website.

The AGM will be held as a hybrid meeting, giving shareholders the option to attend online or in person. Shareholders unable to attend in person are encouraged to submit a proxy in advance of the Meeting or participate online. Details on how to participate in the AGM are set out on page 4 of this Notice of Meeting.

Shaping Woolworths Group's Board for the future is a constant focus. Warwick Bray and I will stand for re-election, and Jon Alferness and Terry Bowen will stand for election at this year's Annual General Meeting with the full support of the Board. With the Board's strong support of my additional term, Chair succession will be a key focus, and the Board has formalised a process so that this will be achieved in an orderly manner.

Thank you for your continued support of Woolworths Group.

Scott Perkins
CHAIR

Notice of 2026 Annual General Meeting

Notice is given that the 2026 Annual General Meeting of shareholders of Woolworths Group Limited (Woolworths Group or Group) will be held in Bella Vista on Thursday, 29 October 2026 at 10:00am (AEDT).

The AGM will be held as a hybrid meeting at the Woolworths Group Support Office in Bella Vista and online at meetings.lumiconnect.com/300-861-309-822, which will allow shareholders and proxyholders to watch, vote and ask questions (by text or audio function) during the AGM in real time, regardless of their location. A telephone line will also be available to allow shareholders and proxyholders to listen to the AGM. Information on how to participate in the AGM is set out in this Notice of Meeting.

Venue

The AGM will be held in the auditorium on the ground level of Woolworths Group Support Office at 1 Woolworths Way, Bella Vista, New South Wales. The location is shown on the map below. Please use the main entrance located on Woolworths Way and follow the signage through reception to the Auditorium.

Access by train and bus

Bella Vista Metro train station is within 20 mins walking distance to the Woolworths Group Support Office.

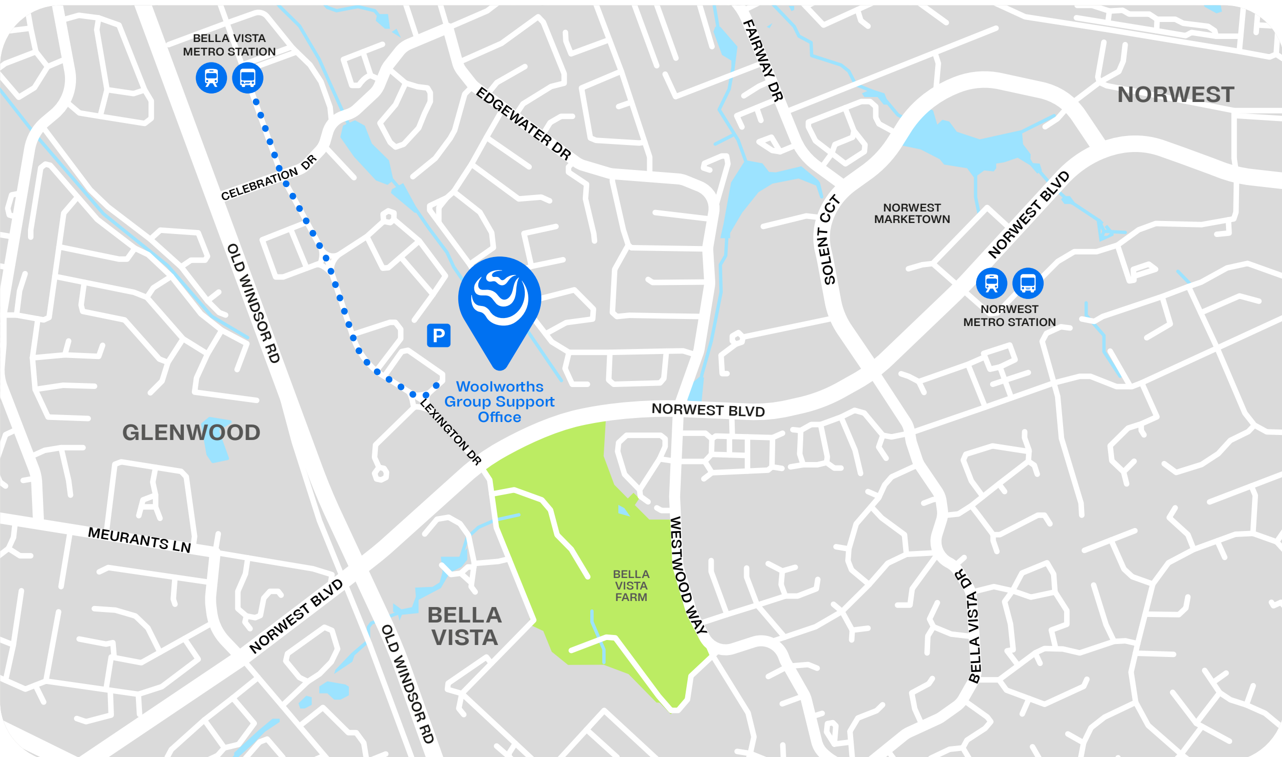
A courtesy shuttle bus will be departing every 15 mins from:

- 9.00am – 10.15am
- 12.30pm – 2.30pm

••••• Courtesy shuttle bus

Car parking

Please follow the signage to AGM complimentary car parking, with accessibility access options to the Woolworths Group Support Office Auditorium.



How to participate in the AGM

The Woolworths Group AGM will be held as a hybrid meeting at 10:00am (AEDT) on Thursday, 29 October 2026 at Woolworths Group Support Office and online at meetings.lumiconnect.com/300-861-309-822. Important information is contained in this Notice of Meeting. You can participate in the following ways:

Before the AGM

Access the Notice of Meeting

Oct 29

- Access online at woolworthsgroup.com.au
- Request a hard-copy Notice of Meeting by phone: +61 1300 368 664 or email: woolworths@cm.mpms.mufg.com

Appoint a proxy

Follow the AGM voting link emailed to you or return the hard-copy proxy form:

- If you appoint a proxy other than the Chair, you must provide your intended proxy's email address. The Chair will act as your proxy by default if you do not provide an email address for your proxy or you do not appoint someone else in the proxy form
- Your proxy will be sent a code via email no later than 24 hours prior to the AGM. This code is required to register to attend the AGM and vote by proxy via the online portal
- If you have more than one shareholding, we strongly encourage you to direct your vote on your shareholding **prior to the AGM** via one of the methods detailed under the heading 'Voting instructions' on page 7 of this Notice of Meeting. However, if you attend the AGM (in person or online) after appointing a proxy, your proxy will be suspended and you will need to vote during the AGM if you want your vote to count.

For your proxy appointment to be valid, it must be received by:

10:00am (AEDT) Tuesday, 27 October 2026

Ask a question

- Follow the AGM voting link emailed to you or email your question to: woolworths@cm.mpms.mufg.com

At the AGM

Join the AGM online: **meetings.lumiconnect.com/300-861-309-822**

Watch online

- **Anyone can watch the AGM online**
- Access the online portal via meetings.lumiconnect.com/300-861-309-822
- Select your registration type: guest, shareholder (including body corporate representatives and attorneys) or proxyholder
- If you select 'shareholder', enter your SRN/HIN or employee ID and postcode (or country code if outside Australia. Country codes can be found in the AGM Online Meeting Guide). Your SRN/HIN is located at the top right of your proxy form
- If you are a proxyholder, enter the code that MUFG Corporate Markets (AU) Limited will email to you 24 hours before the AGM
- The online portal will display a split screen of the live webcast and AGM presentation.

Vote online

- Shareholders (including proxyholders, attorneys and body corporate representatives) can vote online through the online portal at any time from the commencement of the AGM until closure of voting as announced by the Chair
- Once logged in, shareholders can access the voting screen by clicking on the Voting tab at the top left of the screen.

Listen by telephone

You can listen to the AGM by telephone:

- Dial 02 4005 2997 (within Australia) or +61 2 4005 2997 (outside Australia) at least five minutes before the AGM starts to allow time to register your attendance
- It will not be possible to vote or ask a question by telephone.

Ask a question online

- Shareholders (including proxyholders, attorneys and body corporate representatives) can ask a question once logged in via the online portal.

Written questions

- Access the question screen by clicking on the Messaging tab at the top left of the screen, then type your question and click 'Send'
- Written questions submitted online will be read out to the AGM by a moderator.

Audio questions

- To ask a question, select the 'Request to Speak' button at the top right of the broadcast window
- Enter the requested details and click 'Submit Request'
- Click 'Join Queue' to confirm that you are ready to join the live audio facility
- Shareholders will be able to listen to the AGM while waiting to ask their question.

Refer to the AGM Online Portal Guide available at woolworthsgroup.com.au for further details about attending via the online portal or by telephone

If you require assistance call **+61 2 8075 0100**

Business

The items of business should be read in conjunction with the explanatory notes on pages 9 to 22.
The explanatory notes form part of this Notice of Meeting.
The Chair will call a poll for all proposed resolutions.

1. Financial Report

To receive the Financial Report, Sustainability Report, Directors' Report and Auditor's Reports for the financial year ended 28 June 2026.

Note: No resolution is required for this item of business.

2. Remuneration Report

To adopt the Remuneration Report for the financial year ended 28 June 2026.

Note: This resolution is advisory only and does not bind the Group. The directors will consider the outcome of the vote and feedback from shareholders at the meeting when considering the Group's remuneration policies.

Voting exclusion statement for Item 2

Woolworths Group will disregard any votes cast on resolution 2:

- By or on behalf of a member of the Key Management Personnel (KMP) whose remuneration is disclosed in the Remuneration Report or their closely related parties (any spouse, dependent, certain other close family members or any company they control) (Closely Related Parties), or
- By a member of KMP at the date of the AGM or their Closely Related Parties as a proxy,

unless the vote is cast as a proxy for a person entitled to vote on the resolution:

- In accordance with a direction as to how to vote in the proxy appointment, or
- By the Chair pursuant to an express authorisation in the proxy appointment to vote undirected proxies as the Chair sees fit, even though resolution 2 is connected with the remuneration of members of the KMP.

3. Re-election and election of directors

a. To re-elect Mr Scott Perkins as a director

b. To re-elect Mr Warwick Bray as a director

c. To elect Mr Jon Alferness as a director

d. To elect Mr Terry Bowen as a director.

Note: Each resolution will be voted on separately.

4. Managing Director and Chief Executive Officer F27 Long Term Incentive Grant

To approve the grant of performance share rights to the Managing Director and Chief Executive Officer, Amanda Bardwell, under the Woolworths Group Incentive Share Plan (WISP).

Voting exclusion statement for Item 4

Woolworths Group will disregard any votes cast on resolution 4:

- In favour of the resolution by or on behalf of Ms Bardwell or any of her associates, or
- As a proxy by a member of KMP at the date of the AGM or their Closely Related Parties,

unless the vote is cast:

- As proxy or attorney for a person entitled to vote on the resolution in accordance with the directions in the proxy appointment,
- By the Chair as proxy or attorney for a person entitled to vote on the resolution in accordance with an express authorisation given to the Chair to vote as the Chair sees fit, even though resolution 4 is connected with the remuneration of a member of the KMP, or
- By a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided:
  - The beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution, and
  - The holder votes on the resolution in accordance with the directions given by the beneficiary.

Business (continued)

5. Approve approach to termination benefits for three years

To approve for all purposes, including sections 200B and 200E of the Corporations Act, the giving of benefits to any current or future holder of a managerial or executive office of Woolworths Group or a related body corporate in connection with that person ceasing to hold that office, for a period of three years, as set out in the Explanatory Notes.

Voting exclusion statement

Woolworths Group will disregard any votes cast on resolution 5 (in any capacity) by, or on behalf of, any holders of a managerial or executive office of Woolworths Group or a related body corporate (or who are expected to hold such an office in the future) (Relevant Person) and any of their associates, unless the vote is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on the resolution and is not cast on behalf of a Relevant Person or an associate of a Relevant Person.

Additionally, Woolworths Group will disregard any votes cast on resolution 5 by a member of KMP at the date of the AGM or their Closely Related Parties as a proxy unless the vote is cast on behalf of a person entitled to vote:

- In accordance with a direction as to how to vote in the proxy appointment, or
- By the Chair of the AGM pursuant to an express authorisation in the proxy appointment to vote undirected proxies as the Chair sees fit, even though resolution 5 is connected with the remuneration of a member of the KMP.

6. Approve Non-executive Directors' Equity Plans

To approve the grants of NED Rights to non-executive directors in office from time to time under the Woolworths Group Non-executive Director Equity Plans for the next three years.

Voting exclusion statement

Woolworths Group will disregard any votes cast on resolution 6:

- In favour of the resolution by or on behalf of any non-executive director or any of their associates, or
- As a proxy by a member of KMP at the date of the AGM or their Closely Related Parties,

unless the vote is cast:

- As proxy or attorney for a person entitled to vote on the resolution in accordance with a direction as to how to vote provided by that person,
- By the Chair as proxy or attorney for a person entitled to vote on the resolution in accordance with an express authorisation given to the Chair to vote as the Chair sees fit, even though resolution 6 is connected with the remuneration of a member of the KMP, or
- By a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided:
  - The beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution, and
  - The holder votes on the resolution in accordance with the directions given by the beneficiary.

7. Increase in aggregate cap of Non-Executive Directors' remuneration

To approve the increase in the maximum aggregate amount of remuneration which may be provided by Woolworths Group to non-executive directors for their services by $600,000 to $4,600,000 in a financial year.

Voting exclusion statement

Woolworths Group will disregard any votes cast on resolution 7:

- In favour of the resolution by or on behalf of any non-executive director or any of their associates, or
- As a proxy by a member of KMP at the date of the AGM or their Closely Related Parties,

unless the vote is cast:

- As proxy or attorney for a person entitled to vote on the resolution in accordance with a direction as to how to vote provided by that person,
- By the Chair as proxy or attorney for a person entitled to vote on the resolution in accordance with an express authorisation given to the Chair to vote as the Chair sees fit, even though resolution 7 is connected with the remuneration of a member of the KMP, or
- By a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided:
  - The beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution, and
  - The holder votes on the resolution in accordance with the directions given by the beneficiary.

Dom Millgate
GROUP COMPANY SECRETARY

25 September 2026

Woolworths Group Limited confirms that this document complies with the notice of meeting content requirements set out in the Listing Rules. ASX has provided no objection to this document under Listing Rule 15.1.4 on the basis of this confirmation.

Important Information

Key dates

Eligibility to vote	Last time and date to submit proxy form
You are entitled to vote at the AGM if you are a shareholder at 7:00pm (AEDT) Tuesday, 27 October 2026.	10:00am (AEDT) Tuesday, 27 October 2026. Proxy forms received or online proxy voting instructions recorded after this time will be invalid.

Voting instructions

By proxy

- You can appoint a proxy, who does not need to be a shareholder. If you are entitled to cast 2 or more votes you can appoint up to 2 proxies and you can specify the proportion or number of votes that each proxy can exercise.
- Your appointment of a proxy must be received by the share registry, MUFG Corporate Markets (AU) Limited (MUFG) no later than 10:00am (AEDT) Tuesday, 27 October 2026. If it is not received by this time, it will not be valid.

You can lodge the proxy form:

- Online: https://au.investorcentre.mpms.mufg.com/
- By mail: to MUFG (using the enclosed reply paid envelope) to: Woolworths Group Limited, C/- MUFG Corporate Markets (AU) Limited, Locked Bag A14, Sydney South, NSW 1235, Australia;
- By fax: to MUFG on +61 2 9287 0309; or
- By hand: during business hours (Monday to Friday, between 9:00am and 5:00pm, AEDT) to: Woolworths Group Limited, C/- MUFG Corporate Markets (AU) Limited, Parramatta Square, Level 22 Tower 6, 10 Darcy Street, Parramatta, NSW 2150, Australia

By attorney

- You can appoint up to two attorneys to attend the AGM on your behalf under a power of attorney. A copy of the power of attorney must be received by MUFG no later than 10:00am (AEDT) Tuesday, 27 October 2026, unless it has been previously provided. Your attorney(s) will need your SRN/HIN and postcode for the holding to register on your behalf.

By body corporate representative

- In order for a body corporate shareholder to attend and vote at the AGM, an individual must be appointed to represent the body corporate. Appointed body corporate representatives will need to provide a signed 'Appointment of Corporate Representative' form to MUFG to be able to vote at the meeting. The form can be downloaded at https://www.mpms.mufg.com/en/for-individuals/au/shareholders/forms/ or by calling MUFG on +61 1300 368 664. Body corporate representatives will require the SRN/HIN and postcode for the holding to register as a shareholder at the AGM.

Undirected proxies and Chair voting intentions

If you appoint the Chair as your proxy and do not direct the Chair how to vote, you are authorising the Chair to cast your undirected vote on all proposed resolutions as the Chair sees fit. If you appoint any other member of Woolworths Group's KMP or their Closely Related Parties as your proxy, they will not be able to vote your proxy on Items 2, 4, 5, 6 and 7 unless you direct them how to vote. If you intend to appoint a KMP or their Closely Related Party or the Chair as your proxy, you are encouraged to direct them how to vote on Items 2, 4, 5, 6 and 7 by marking 'For', 'Against' or 'Abstain' for each of those items of business.

The Chair intends to vote undirected proxies able to be voted **IN FAVOUR** of Items 2, 3(a), 3(b), 3(c), 3(d), 4, 5, 6 and 7.

The Chair's decision on the validity of a vote cast by a proxy or vote cast by a shareholder (including by body corporate representative or attorney) is conclusive.

Questions

Shareholders who are entitled to vote at the AGM may submit written questions before the AGM online through the MUFG investor centre at https://au.investorcentre.mpms.mufg.com/ or email their question to woolworths@cm.mpms.mufg.com. Questions submitted in this way are due at least five business days prior to the AGM (that is, by 5:00pm (AEDT) on Thursday, 22 October 2026) to allow time to collate questions and prepare answers. While we will not provide written responses to individual questions, we will seek to address key themes from questions submitted before the AGM during the meeting.

During the AGM shareholders and their authorised representatives can ask questions from the floor or via the online portal. Questions should relate to the item of business being considered. As with every annual general meeting, the Chair reserves the right to determine that questions on a certain topic should no longer be asked, once they have determined that shareholders as a whole have had a reasonable opportunity to ask questions on that matter.

How to ask questions about issues you are experiencing as a customer

If you have questions about your experience as a Woolworths Group customer, please raise those questions through our Customer Service team, who will be able to assist with any concerns.

You can chat online to one of our customer service representatives at:

Website: www.woolworths.com.au/shop/help

Phone: 1300 767 969

Explanatory Notes

1 Financial Report

The Corporations Act requires the Financial Report, Sustainability Report, Directors' Report and Auditor's Reports of Woolworths Group for the period ended 28 June 2026 to be laid before the AGM.

If you have registered as a shareholder (including body corporate representatives and attorneys) or proxy, you will be able to ask questions.

General questions not related to the other items of business of the AGM should be asked at this time.

There is no requirement for a formal resolution on this item. Accordingly, there will be no formal resolution put to the AGM.

2 Adopt Remuneration Report

Woolworths Group's Remuneration Report for the financial year ended 28 June 2026 (F26) is set out on pages 98 to 121 of the 2026 Annual Report.

The 2026 Annual Report is available on the Woolworths Group website at woolworthsgroup.com.au.

What is Woolworths Group's remuneration framework?

The Remuneration Report includes an explanation of Woolworths Group's remuneration framework and the remuneration arrangements in place for the non-executive directors, the Managing Director and CEO and other executive KMP.

Our remuneration framework is designed to support Woolworths Group's strategic priorities. This connection is embedded in our variable remuneration components, with performance metrics and hurdles aligned with our strategic priorities. As we operate in a dynamic and rapidly evolving market, we regularly review this alignment so that it continues to support our business objectives.

All metrics and targets are reviewed annually so that the incentives drive the right outcomes each year.

Executive KMP remuneration outcomes are also subject to malus provisions and discretion that enable the Board to adjust unpaid and/or unvested awards where it is appropriate to do so.

During F26, the Board reviewed the remuneration framework to test its ongoing effectiveness in supporting the Group's evolved strategy centred on driving customer value through volume growth and disciplined cost management. While no major changes are proposed to the underlying structure, in F27 we are increasing the emphasis on the metrics that best align with our strategy.

We are replacing Working Capital Days with Cost of Doing Business as a percentage of sales (CODB%) as our primary 'Efficiency' measure in our Short-Term Incentive (STI) scorecard, providing an actionable and relatable metric for our leaders. We are also simplifying our Long-Term Incentive (LTI) structure to a 100% financial weighting, split evenly between Return on Funds Employed (ROFE) and relative Total Shareholder Return (rTSR) and removing the RepTrak metric. RepTrak remains in place for on-foot awards through F28.

Full details of these forward-looking changes are disclosed in the F26 Remuneration Report.

What is the Board's assessment of the Group's F26 performance and link to remuneration?

A detailed summary of the Board's assessment of the Group's performance is set out in the F26 Remuneration Report.

Short-Term Incentive (STI) Plan

Consistent STI metrics from the CEO through to our store teams are an important recognition of the shared accountability for performance at Woolworths Group. Individual STI outcomes consider business performance against the STI scorecard, individual contribution to these results, ways of working and core values. All metrics and targets are reviewed annually so that STI drives the right outcomes each year.

The F26 balanced STI scorecard reflects five equally weighted business scorecard metrics designed to drive outcomes for shareholders, customers and our team (60% weighted financial and 40% weighted non-financial):

- Sales
- EBIT
- Working Capital Days
- Customer Satisfaction
- Safety

Further details on each of these metrics are included in the F26 Remuneration Report.

Explanatory Notes (continued)

The F26 Group STI scorecard achieved an outcome of 115.9% of Target (77.2% of Maximum), delivered in the context of a challenging environment marked by persistent cost-of-living pressures and declining consumer confidence, amidst geopolitical uncertainties. The outcome reflects a solid Australian Food performance driven by solid sales momentum, an improved BIG W earnings performance, a strong PFD and Petstock contribution and year-on-year improvement in New Zealand Food. Sales achieved an outcome between Entry and Target while EBIT achieved an outcome between Target and Stretch, with productivity and cost discipline enabling targeted price investments. Working Capital Days landed between Entry and Target due to strategic inventory investments supporting customer availability. Improvements in value for money perceptions and availability, particularly in Australian Food, drove Stretch outcome for Group Customer Satisfaction (VOC NPS). Furthermore, driven by our focus on material risk management, proactive injury prevention and early care utilisation, two of the three Safety metrics – TRIFR and HiPo Learning Events - achieved Stretch outcomes while the third metric, Injury Severity Score (ISS), achieved an outcome between Target and Stretch.

A full breakdown of scorecard outcomes can be found on page 105 of the 2026 Annual Report.

For all executive KMP, 50% of their F26 STI award will be deferred as share rights for two years and the remaining 50% will be paid as cash. Shareholder approval is not being sought for the grant of Deferred STI (DSTI) to Ms Bardwell on the basis that these share rights represent payment for past performance, the underlying shares must be bought on-market, and the DSTI remains subject to the Group's malus considerations.

Long-Term Incentive (LTI) Plan

The F24-F26 LTI Plan aligned executives to overall Group performance through three performance metrics focused on strategic business drivers and long term shareholder return:

- Relative Total Shareholder Return (rTSR) – 40%
- Return on Funds Employed (ROFE) – 40%
- Reputation – 20%

The F24-F26 Woolworths Group Incentive Share Plan (WISP) was granted effective July 2023, with challenging performance targets and demanding stretch objectives to reach maximum outcomes. There was nil vesting under the plan as all three metrics achieved outcomes below Entry.

Further details on each of the LTI metrics and the F24–F26 WISP outcome are outlined on page 107 of the 2026 Annual Report.

Accelerator Incentive

As disclosed in the 2025 Remuneration Report, the Board introduced a one-off Accelerator Incentive in January 2025 to ensure leadership was focused on critical business priority - the Group's simplification journey. Its mid-year commencement was timed to immediately build momentum and realign Group priorities under Ms Bardwell's leadership, serving as a separate focus in addition to the metrics of ongoing importance in our STI and LTI plans. Mr Harrison and Ms Karantoni participated due to their direct responsibility for delivering these outcomes across the Group.

As reported last year, the incentive was structured in two parts. Tranche 1 (33% of the maximum award) was tied to F25 H2 EBIT and simplification initiatives, which resulted in a 50% payout. Meanwhile, Tranche 2 (67% of the maximum award), delivered in performance share rights, focused on the longer-term realisation of simplification benefits and was tested at the end of F26.

Accelerator Tranche 2, delivered in performance share rights, achieved an overall outcome of 78.4% of Maximum or 130.9% of Target. Performance was anchored by CODB% landing between Target and Stretch through Group-wide productivity and simplification initiatives, demonstrating strong cost discipline. Additionally, Value for Money landed between Target and Stretch, driven primarily by pricing investments in Australian Food. Finally, 'VOT – Actions Taken on Feedback' achieved an outcome between Entry and Target in the context of significant Group-wide change.

Ms Bardwell did not participate in this award.

Resolution 2 is advisory only. The Board will take the outcome of the vote and shareholder feedback into consideration when reviewing the remuneration framework for future years.

Board recommendation

The directors recommend shareholders vote FOR resolution 2.

3 Re-election and election of directors

Background

Mr Perkins was last re-elected, and Mr Bray was last elected, as directors at the 2023 AGM. They will retire by rotation and, being eligible, offer themselves for re-election at this AGM.

Mr Alferness was appointed as a director effective on 1 March 2026 and stands for election at this AGM.

Mr Bowen was appointed as a director effective on 1 October 2026 and stands for election at this AGM.

Assessment of candidates

Woolworths Group has robust processes that underpin the Board's assessment of whether to recommend a candidate for election and re-election to the Board. The Board, incorporating feedback from the Nomination Committee:

- Reviews the skills, capabilities and experience of individual directors and the Board as a whole, having regard to a capability matrix. An assessment of the optimum mix of skills, capabilities, experience and diversity takes place annually, taking into account the strategy and objectives of the Group. A summary of the key skills, capabilities, experience and diversity of the current directors, assessed against the Board's capability matrix, is set out on page 89 of the 2026 Annual Report.
- Evaluates the performance of each director annually. These evaluations are facilitated by an external advisor based on feedback from other directors and senior management. The Board aspires to a high level of performance from each director.
- Requires that appropriate checks into a candidate's background and experience, including reference checks, are made before appointing a new director.
- Assesses director independence annually and as required. The Board (other than each candidate in respect of their candidacy) considers each of Mr Perkins, Mr Bray, Mr Alferness and Mr Bowen to be independent.
- Considers the workload of each director. Prior to offering themselves for re-election and election, the directors Mr Perkins, Mr Bray, Mr Alferness, and Mr Bowen have each confirmed that they will have sufficient time to fulfil their responsibilities as a director.
- Reviews potential conflicts of interest. The Board is satisfied that any risk of potential conflict due to the other roles of each of Mr Perkins, Mr Bray, Mr Alferness and Mr Bowen are able to be managed within the Board's conflict management practices and protocols.
- Regularly confirms that no change in circumstances has occurred that could affect any of the above assessments with respect to a director.

The outcome is that each candidate has been assessed as a suitable director for Woolworths Group.

Explanatory Notes (continued)

Candidate Details

A brief summary of each candidates' qualifications, skills and experience is set out below.

3(a) Re-elect Mr Perkins

Independent non-executive director BCom, LLB (Hons)

Mr Perkins was appointed to the Board in September 2014 and became Chair of the Board in October 2022. He is a member of each of the Board's Committees and is Chair of the Nomination Committee.

Mr Perkins is an experienced public company Chair and director and has extensive Australian and international experience as a leading corporate advisor on strategy, mergers and acquisitions and capital market matters. He held senior executive leadership positions at Deutsche Bank from 1999 to 2013, including as Managing Director and Head of Corporate Finance for Australia and New Zealand, membership of the Asia Pacific Corporate and Investment Bank Management Committee and as Chief Executive Officer of Deutsche Bank New Zealand. He was previously a Director of Brambles (June 2015 to October 2024).

Mr Perkins is currently the Chair of Origin Energy since October 2020 (Director since September 2015) and Chair of The Garvan Institute of Medical Research (since December 2023).

The Board considers that Mr Perkins continues to provide outstanding service and leadership as Chair of Woolworths Group Limited drawing on his extensive governance experience with leading Australian corporations. Mr Perkins has provided thought leadership and fostered a supportive and constructively challenging relationship with Group management. He has confirmed he has sufficient time to meet his responsibilities as a Director of Woolworths Group.

3(b) Re-elect Mr Bray

Independent non-executive director BSc (Hons), MBA

Mr Bray was appointed to the Board in March 2023. He is the Chair of the Audit & Finance Committee and a member of the Risk Committee, Sustainability Committee and Nomination Committee.

Mr Bray has extensive finance and strategy expertise, bringing decades of experience in the international telecommunications, technology and media sectors. He was the former Chief Financial Officer of Telstra, and held various senior roles at Telstra including, Group Managing Director Mobile and Wireline Products, and Executive Director, Head of Corporate Strategy. Earlier in his career he was a Partner with McKinsey in Europe, and was a Managing Director and Head of Telecommunications Equity Research with JP Morgan and Dresdner Kleinwort Wasserstein.

Mr Bray is currently a Director of Spark New Zealand Limited (since 2019) and MinterEllison (since 2025).

The Board considers Mr Bray's extensive expertise in finance, digital and customer platforms, information technology and product transformation has enabled him to make valuable contributions to the Board, including in his role as Chair of the Audit & Finance Committee and the committees on which he serves. Mr Bray has confirmed that he has sufficient time to meet his responsibilities as a Director of Woolworths Group.

3(c) Elect Mr Alferness

Independent non-executive director BS (Computer Science)

Mr Alferness was appointed to the Board in March 2026. He is a member of the Risk Committee, People Committee and Nomination Committee.

Mr Alferness is a highly experienced technology and product leader with more than 20 years experience in Silicon Valley and the global retail sector, including a recent focus on the food and grocery sector. His career has been defined by senior executive roles delivering digital transformation and innovation at Walmart, Google and Lyft. Jon was most recently Executive Vice President and Chief Product Officer for Walmart US, a role encompassing eCommerce, Financial Services, Health & Wellness, Merchant Tools, and Last Mile Delivery. Prior to Walmart, Jon spent 13 years at Google, where as Vice President of Product Management, he played a pivotal role in developing Google Ads across Search, Mobile, Shopping, and Travel, driving innovations that shaped the digital advertising landscape.

The Board considers Mr Alferness' experience and proven track record in digital transformation, eCommerce and retail innovation at major international organisations will provide valuable strategic perspectives during Board deliberations to address a rapidly changing retail environment. Mr Alferness has confirmed that he has sufficient time to meet his responsibilities as a Director of Woolworths Group.

3(d) Elect Mr Bowen

Independent non-executive director BAcct, FCPA

Mr Bowen brings over 30 years of strategic, financial and operational experience across a range of sectors within some of Australia's leading companies. Throughout his career, he has gained deep expertise in capital allocation, business transformation, risk management and supply chain, having held various senior executive leadership roles, including Finance Director of Wesfarmers, Managing Director of Wesfarmers Industrial and Safety, Finance Director of Coles and Chief Financial Officer of Jetstar. Mr Bowen is a former non-executive director of BHP Group, Transurban Group, Coles Group, West Australian Opera, West Coast Eagles, Gresham Partners and the Western Australian Institute of Medical Research. He is the former President of Rokt, a global eCommerce technology company headquartered in New York, a role he held since July 2025 and which concluded on 31 August 2026, when he transitioned to be an advisor to the Rokt Board.

The Board considers that Mr Bowen's extensive strategic, financial and operational experience across a range of industries will enable him to make a significant contribution to the Board. Furthermore, the Board considers that Mr Bowen's experience will supplement and enhance the current skills of other Directors to execute the Group's strategy and create value for shareholders. Mr Bowen has confirmed that he has sufficient time to meet his responsibilities as a Director of Woolworths Group.

Board recommendation

The directors (other than each candidate in respect of their candidacy) recommend that shareholders vote FOR resolutions 3(a), 3(b), 3(c), and 3(d).

Explanatory Notes (continued)

4 Approve Managing Director and Chief Executive Officer F27 LTI Grant

Ms Bardwell's F27 LTI grant under the F27-29 WISP is subject to the Group meeting performance conditions that have been determined by the Board and are designed to align the interests of Ms Bardwell and the Group with those of shareholders. Details of the performance conditions are on pages 15 to 16 of this Notice of Meeting.

Why is shareholder approval being sought?

ASX Listing Rule 10.14 requires shareholder approval for the acquisition of securities by a director under an employee incentive scheme. Listing Rule 10.14 therefore applies to the grant of performance share rights to Ms Bardwell as Managing Director and Chief Executive Officer of Woolworths Group.

Approval is sought to grant Ms Bardwell performance share rights under the LTI Plan.

Shareholder approval under Listing Rule 10.14 would not be required if the shares to be allocated upon vesting of the performance share rights were required to be purchased on-market (as opposed to being issued) by the LTI Plan rules.

While it is not currently intended that shares will be issued to satisfy any award under the LTI Plan, shareholder approval is nonetheless sought to preserve flexibility in case it is considered in Woolworths Group's best interests to issue shares rather than source them on-market if the performance share rights vest.

If shareholder approval is not obtained, then, subject to the achievement of the performance and service conditions described in this Notice of Meeting, Ms Bardwell will receive a cash payment at the end of the performance period equivalent in value to the performance share rights she would have received had shareholder approval been obtained.

What are the remuneration arrangements for the CEO and Managing Director?

Ms Bardwell's remuneration package for F27 includes:

- Total Fixed Remuneration (TFR) of $2,150,000 until 31 August 2026 and $2,215,000 effective 1 September 2026
- STI equal to 100% of TFR at target (and 150% at maximum) paid 50% in cash and 50% in share rights deferred for two years
- LTI equal to 100% of TFR at target (and 170% at maximum) awarded in performance share rights subject to performance over three years.

What is the CEO's proposed F27 LTI grant?

The proposed F27 grant to Ms Bardwell is 91,606 performance share rights. This is the maximum number of performance share rights that will be granted to Ms Bardwell and represents the LTI component of her F27 remuneration package.

The maximum number of performance share rights has been calculated based on 170% of Ms Bardwell's TFR as at 1 July 2026, which was $2,150,000, and a grant price of $39.8989, which was the 5-day volume weighted average share price (VWAP) of Woolworths Group shares up to and including 1 July 2026 (the start of the three-year performance period).

The actual value (if any) that Ms Bardwell will receive from this grant cannot be determined until the end of the three-year performance period, and will depend on the extent to which the performance conditions are achieved, the number of dividend equivalent rights allocated on vesting, and the Woolworths Group share price at the time of vesting.

The grant value was set by the Board having regard to Ms Bardwell's overall remuneration package, the nature of her position, the purpose of the LTI component in Woolworths Group's remuneration strategy, and independent benchmarking regarding current market practice.

How was the number of performance share rights calculated?

The formula used to calculate the maximum total number of performance share rights to be granted to Ms Bardwell is:

$$\text{Number of performance share rights} = \frac{170\% \times \$2{,}150{,}000}{\text{VWAP of Woolworths Group shares of } \$39.8989}$$

$$= 91{,}606 \text{ performance share rights}$$

What are the key terms of the CEO's proposed F27 LTI grant under the LTI plan?

Entitlements

Each performance share right is a right to acquire one share in Woolworths Group, subject to the achievement of the performance conditions set out below.

Performance share rights are granted at no cost to the participant. They are non-transferable, except with the express approval of the Board or its delegate or by force of law on death or legal incapacity. They do not carry any dividend or voting rights prior to vesting.

Grant date

If shareholder approval is obtained, the performance share rights will be granted to Ms Bardwell as soon as practicable after the AGM, but in any event, within 12 months of the AGM, and will have an effective grant date of 1 July 2026.

This is consistent with the effective grant date for the other team members participating in the LTI Plan.

Performance metrics

The performance share rights are subject to two equally weighted performance metrics that will be tested separately:

1. **Relative Total Shareholder Return (rTSR):** Measured by taking into account the change in the Woolworths Group share price over the relevant performance period as well as the dividends received (which are assumed to be reinvested into Woolworths Group shares). The comparator group is ASX 100 constituents as at 1 July 2026. This condition was chosen because it provides alignment with shareholder value creation.
2. **Return on Funds Employed (ROFE):** Measured by dividing Woolworths Group's earnings before interest and tax (EBIT) before significant items for the previous 12 months as a percentage of average (opening, mid and closing) funds employed. ROFE is an important metric to drive the delivery of long term shareholder value through earnings growth and the disciplined allocation of capital.

Performance targets

Relative TSR

This metric requires minimum performance at or above the 50th percentile of the comparator group over the performance period before vesting commences. Stretch performance is reached at the 75th percentile of the comparator group. 50% of the total LTI award will vest subject to performance against this rTSR metric.

ROFE

The ROFE target is based on the Group's strategic plan and is reflective of the Group's continued growth objectives and market conditions. 50% of the total LTI award will vest subject to performance against this ROFE metric.

Disclosure

Consistent with the Group's approach to setting and reporting performance against incentive metrics, the Remuneration Report at the end of the performance period will set out Woolworths Group's actual rTSR and ROFE performance, the Entry, Target and Stretch performance targets, as well as the Board's commentary on the progress made by the Group over the performance period.

Vesting schedule

The vesting schedule for each performance metric is:

F27 LTI PERFORMANCE	rTSR	ROFE
Below Entry	0%	0%
At Entry	25%	10%
At Target	n/a	30%
At or above Stretch	50%	50%

Vesting between each performance level will be on a straight-line basis. Each performance metric operates independently and will be tested separately.

Explanatory Notes (continued)

Performance period

The performance period is three years, commencing on 1 July 2026 and ending 30 June 2029.

Dividend Equivalent Rights

At the time of vesting, Ms Bardwell will be allocated additional share rights based on an amount equivalent to any dividends that would have been paid and reinvested on the shares underlying her vested performance share rights during the performance period (Dividend Equivalent Rights). Dividend Equivalent Rights on vested performance rights are allocated at time of vesting and will convert into shares upon vesting of Ms Bardwell's performance share rights. These shares are expected to be purchased on-market, however the Board may, in its discretion, decide to make a cash payment in lieu of vested Dividend Equivalent Rights. Dividend Equivalent Rights are not allocated on unvested performance share rights.

Board discretion

Consistent with the plan rules, the Board has ultimate discretion in determining the final vesting outcome of the award. When considering performance against each of the two performance metrics, the Board may adjust these outcomes in cases of unexpected or unforeseen events impacting performance outcomes, performance with regard to non-financial risk, an outcome which would cause significant reputational damage to the Woolworths Group brand, or a broader assessment of performance indicating there should be an adjustment so that the reward outcome is appropriate.

If the Board exercises discretion in relation to executive KMP it will disclose the actions taken in the Remuneration Report.

Cessation of employment

If Ms Bardwell ceases employment with the Group before the end of the performance period, the Board will assess the treatment of any unvested performance share rights. Shareholders provided the Board with flexibility to exercise discretion on cessation of employment for KMP at the 2023 AGM. Shareholders are being asked to consider renewing this approval under resolution 5 of this Notice of Meeting.

A summary of how the Board would expect to exercise this discretion on cessation of employment is set out in the F26 Remuneration Report and in the Explanatory Notes to Resolution 5 in this Notice of Meeting.

Lapse of performance share rights

The Board may determine that any unvested performance share rights granted to Ms Bardwell will lapse or be forfeited in certain circumstances such as in the case of fraud, wilful misconduct and dishonesty.

Change of control

On a change of control of Woolworths Group, the Board has discretion to determine whether some or all of the unvested performance share rights held by Ms Bardwell will vest, remain 'on-foot' (i.e. remain subject to the original performance/vesting period and performance conditions) or lapse, having regard to all relevant circumstances.

Hedging policy

Ms Bardwell may not hedge equity securities that are unvested or subject to restrictions.

Other details

Further information in accordance with ASX Listing Rules 10.14 and 10.15:

- No non-executive director is eligible to participate in the LTI Plan.
- No non-executive directors have received a grant of any equity securities under the LTI Plan since the last approval given by shareholders under ASX Listing Rule 10.14 at the 2025 AGM.
- Ms Bardwell has previously received 494,931 performance share rights at no cost under the LTI Plan as part of her remuneration from Woolworths Group.
- No loan will be provided by the Group in relation to the grant or exercise of the performance share rights proposed to be provided to Ms Bardwell.
- Details of any securities issued to Ms Bardwell under the LTI Plan will be published in the Group's Annual Report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14.
- Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the LTI Plan after this resolution is approved and who are not named in this Notice of Meeting will not participate until approval is obtained under ASX Listing Rule 10.14.

Board recommendation

The directors (with Ms Bardwell abstaining) recommend that shareholders vote FOR resolution 4. Ms Bardwell does not make a recommendation in respect of the resolution in view of her personal interest in the resolution.

5 Approve approach to termination benefits for three years

Why is shareholder approval being sought?

The law in Australia restricts the benefits that can be given without shareholder approval to team members who hold (or have held within the previous three years) a managerial or executive office (as defined in the Corporations Act) on cessation of their employment with Woolworths Group Limited or its related bodies corporate (Relevant Team Members). Under section 200B of the Corporations Act, a company may only give a Relevant Team Member a benefit in connection with their ceasing to hold a managerial or executive office if approved by shareholders or if an exemption applies. The Group's position in relation to grants of equity securities under current or future Woolworths Group Share Plans (together, Team Member Share Plans) is to treat departing team members having considered the relevant circumstances in which the Relevant Team Member is ceasing employment, and in accordance with applicable laws, market practice and Group policy. To allow this policy to be achieved, the Board has determined that it is appropriate to seek shareholder approval of the approach that it proposes to take to these benefits, now, in advance of any such potential benefits being provided. Approval of this approach was previously granted by shareholders at the 2023 AGM.

No additional benefits

Shareholders are not being asked to approve any change or increase in the remuneration or benefits or entitlements for Relevant Team Members, or any variations to the existing discretions of the Board.

Board discretion

The Board has an overriding discretion in relation to the treatment of grants under the Group's Team Member Share Plans on cessation of employment. The Board may determine that awards are forfeited, partially forfeited or retained, cash settled, replaced by equity in another entity as part of a corporate restructure, and that vesting remain unchanged or be accelerated on cessation of employment. In exercising its discretion, the Board will consider all relevant circumstances in which the Relevant Team Member is ceasing employment. However, in order to provide transparency, the Board proposes to adopt the following positions as its likely treatment:

<table>
<tr><th>REASON FOR LEAVING</th><th>DEFERRED STI</th><th>UNVESTED LTI</th></tr>
<tr><td>Genuine retirement</td><td rowspan="2">• Remain on foot until the end of the deferral period and vest at that time</td><td rowspan="2">• Award pro-rated for the portion of the performance period participant has worked and remains 'on foot' until the end of the performance period</td></tr>
<tr><td>Death, illness and incapacity</td></tr>
<tr><td>Termination for cause/gross misconduct/poor performance</td><td>• Award forfeited</td><td>• Award forfeited</td></tr>
<tr><td>Resignation</td><td>• Award forfeited</td><td>• Award forfeited</td></tr>
<tr><td>Mutual separation, redundancy or other reasons as determined by the Board</td><td colspan="2">• The Board will determine the treatment considering the circumstances on a case by case basis</td></tr>
</table>

In cases of resignation, the Board will consider the circumstances surrounding each case. For instance, where the executive is not resigning to join a direct competitor and all reasonable steps have been taken to continue to support the success of the business through to their final date of employment, the Board may consider it appropriate to allow some incentive awards to remain on foot.

The Board will continue to monitor Relevant Team Members post-employment and if they do not meet their post-employment obligations, the Board may lapse any remaining awards. For example, in cases where:

- the Relevant Team Member resigns to join a competitor organisation, or in the Board's opinion they do not support the business to their final day of employment, any unvested DSTI and LTI will generally lapse
- the Relevant Team Member retires from Woolworths Group, but then at a later date (and prior to vesting of awards) undertakes actions inconsistent with retirement, it may result in the Board reconsidering the treatment of any unvested awards.

In any case, where an award remains on foot post-employment, the Board retains absolute discretion under the various plan rules of the Group's Team Member Share Plans as to the final vesting outcome.

Explanatory Notes (continued)

Shareholder approval is sought for the purposes of sections 200B and 200E of the Corporations Act for any 'benefits' (as defined in Part 2D.2 of the Corporations Act) resulting from the future exercise of the Board's discretion under the Team Member Share Plans.

If shareholder approval is obtained, the value of the above benefits will be disregarded when calculating the Relevant Team Member's termination benefits cap for the purpose of subsection 200F(2)(b) or subsection 200G(1)(c) of the Corporations Act.

If the Board exercises discretion to allow a member of KMP to retain any equity securities under any of the Group's Team Member Share Plans that would otherwise be forfeited, this will be fully described in the Remuneration Report.

This approval does not guarantee the Board will exercise the discretions set out above. Depending on the circumstances of cessation, any specific individual may not ultimately receive the benefits covered by this approval or may receive benefits that are different from the default position noted above.

The value of the benefits or entitlements

The amount and value of the benefits being approved is the maximum potential benefit that could be provided under the Group's Team Member Share Plans as a result of the exercise of the Board's discretion. The amount and value of the benefits that may be provided cannot be ascertained in advance. This is because various matters, events and circumstances will or are likely to affect the calculation of the amount and value. These include:

- The Relevant Team Member's base salary at the time of cessation of employment
- The length of their service with Woolworths Group and its related bodies corporate and the portion of any relevant performance or qualification periods that have expired at the time they cease employment
- The number of Group Team Member Share Plan equity securities held by the Relevant Team Member prior to cessation of employment and the number that the Board determines to forfeit or leave on-foot in accordance with the relevant plans
- Woolworths Group's share price at the relevant time
- Any other factors that the Board determines to be relevant when exercising a discretion (such as its assessment of the team member's performance up to the termination date)
- The jurisdiction in which the Relevant Team Member is based at the time they cease employment, and the applicable laws in that jurisdiction, and
- Any changes in law prior to the date they cease to hold office.

Approval is sought for a three year period

If approval is obtained, it will be effective for a three year period. That is, shareholder approval will be effective:

- If the Board exercises discretions under the Group Team Member Share Plans
- In relation to any grant of equity securities by the Group to Relevant Team Members
- In relation to a replacement grant of equity securities in another entity as part of a corporate restructure
- If the Relevant Team Member ceases to hold office
- During the period beginning at the conclusion of this AGM and expiring at the conclusion of the 2029 AGM.

If considered appropriate, the Group may seek fresh shareholder approval at the 2029 AGM. It can be reasonably anticipated that Relevant Team Member remuneration and aspects of the Group's Team Member Share Plans, and the rules that underpin them, will be amended from time to time in line with market practice and changing governance standards. Where relevant, changes in relation to KMP remuneration will be reported in the Remuneration Report. However, as set out above, the Board has an overriding discretion in relation to the treatment of grants of equity securities on cessation of employment. Subject to the three-year approval period, it is intended that this approval will remain valid for as long as the Group Team Member Share Plans provide for these Board discretions.

Board recommendation

The directors (with Ms Bardwell abstaining) recommend shareholders vote FOR resolution 5. Ms Bardwell does not make a recommendation in respect of the resolution in view of her personal interest in the resolution.

6 Approve Non-executive Directors' Equity Plans

Why is shareholder approval being sought?

ASX Listing Rule 10.14 requires shareholder approval for the acquisition of equity securities by a director under an employee incentive scheme. Approval is sought to grant Non-executive Director (NED) Rights under the Australian Non-executive Director Equity Plan (Australian NED Plan) and US Non-executive Director Equity Plan (US NED Plan) to eligible NEDs in office from time to time. Grants of NED Rights under the Australian NED Plan and the US NED Plan (together, NED Plans) were last approved by shareholders at the Group's 2023 Annual General Meeting. There have been no changes to the terms of the NED Rights since the 2023 Annual General Meeting.

As further detailed below, NED Rights granted under the NED Plans vest and convert into ordinary shares. Shareholder approval would not be required if the shares to be allocated on vesting of the NED Rights were required by the NED Plans to be purchased on-market. Shareholder approval is sought to preserve the flexibility to issue shares to satisfy the vesting of NED Rights. If shareholder approval is obtained, the Board intends that these shares will be issued. If shareholder approval is not obtained, the Board will consider amending the NED Plans to require the shares to be purchased on-market.

Rationale for NED Plans

Since January 2018, the Group has operated the Australian NED Plan to further encourage and facilitate share ownership by Australian resident NEDs. The Australian NED Plan allows greater flexibility for Australian NEDs to acquire equity in Woolworths Group through a pre-tax fee sacrifice plan. The Group subsequently introduced the US NED Plan to extend this opportunity to the Group's US NEDs in a manner that complies with both US and Australian rules for directors' fees tax deferral.

The NED Plans recognise that NEDs can often be limited in their ability to purchase shares in the company at a point in time as a result of reputational considerations or the operation of insider trading laws and the requirements of the Group's Securities Trading Policy. The Board continues to expect that the NED Plans will be utilised to assist NEDs to meet their Minimum Shareholding Requirements.

How does the Australian NED Plan operate?

Australian NEDs may voluntarily elect to sacrifice up to 100% of their NED fees into NED Rights. Elections are made on an annual basis prior to the start of a financial year, and are binding for the duration of that year. NED Rights are allocated quarterly based on the fees sacrificed in that quarter, and vest and convert into restricted ordinary shares each half year.

How does the US NED Plan operate?

US resident NEDs may voluntarily elect to sacrifice up to 100% of their NED fees into US NED Rights on a calendar year basis. Elections are made on an annual basis and are binding for the duration of the following year. US NED Rights are allocated quarterly based on the fees sacrificed in that quarter. They vest and convert into restricted ordinary shares at the end of the Restriction Period.

How is the number of NED Rights allocated determined?

The number of NED Rights that a NED will receive is calculated in accordance with the following formula (rounded down to the nearest whole Australian or US NED Right):

$$\text{Number of NED Rights} = \frac{\text{Value of NED fees sacrificed (\$) for the relevant period}}{\text{Value per Australian or US NED Right}}$$

The Value per Australian or US NED Right is the average price of the shares purchased (if purchased on-market) or the volume weighted average market price of shares for the five trading days before the grant date (if issued). Shares to be allocated on vesting of the Australian NED Rights are sourced on-market or issued and held by the Woolworths Group Share Plan Trust (Trust). Shares to be allocated on vesting of the US NED Rights will be issued or sourced on-market at the end of the Restriction Period.

Explanatory Notes (continued)

What are the key terms of the NED Rights?

A summary of the key terms of the NED Rights is set out below.

Each Australian or US NED Right is a right to acquire one Woolworths Group share. Australian and US NED Rights have no performance conditions and do not carry any voting rights prior to vesting.

Australian NED Rights

Australian NED Rights vest twice annually ahead of the Group's interim and final dividend payments. They do not carry any dividend or voting rights prior to vesting. On vesting, Australian NED Rights convert into restricted shares with a restriction period of 3, 6, 9, 12 or 15 years (as elected by the NED) (Restriction Period).

US NED Rights

US NED Rights convert directly into ordinary shares at the earlier of the 3, 6, 9, 12 or 15 year Restriction Period selected by the US NED, or the US NED ceasing to be a director of Woolworths Group or its related bodies corporate in circumstances that meet the requirements set out under Treas. Reg 1.409A-1(h). This means that US NED Rights are not entitled to dividends over this time. As a consequence, at the end of the Restriction Period for US NED Rights, the Group will allocate to the relevant US NED the underlying shares, as well as shares equivalent to the dividends that would have been paid and reinvested in those shares (as if they had been held as at each relevant record date) during the Restriction Period.

Restricted shares

During the Restriction Period restricted shares are held by the Trust on behalf of the Australian NEDs (or their nominated holding entities). These restricted shares carry the same dividend, voting and other rights as other ordinary shares. This does not apply to the US NED Rights, which convert directly into unrestricted shares.

Under the Australian NED Plan, the restricted shares will cease to be subject to the Restriction Period at the earlier of the NED ceasing to be a director, the end of the Restriction Period, or another event determined by the Board. Any other Australian NED Rights held by the relevant Australian NED would also convert into unrestricted shares at this time.

Participation

Participation in the NED Plans will be open to all eligible NEDs in office from time to time.

The NEDs currently eligible to participate in the Australian NED Plan are Australian resident directors Mr Scott Perkins, Mr Warwick Bray, Ms Maxine Brenner, Mr Philip Chronican and Mr Terry Bowen. The NEDs currently eligible to participate in the US NED Plan are US resident directors Mr Jon Alferness, Ms Jennifer Carr-Smith, Mr Ken Meyer and Ms Kathee Tesija. Executive directors may not participate in either NED Plan.

Current NED remuneration

BOARD AND COMMITTEE FEES	CHAIR (F27 FEE INCL. SUPER)	MEMBER (F27 FEE INCL. SUPER)
Woolworths Group Board	841,500	267,900
Audit and Finance Committee	65,000	32,500
People Committee	65,000	32,500
Risk Committee	65,000	32,500
Sustainability Committee	65,000	32,500
Nomination Committee	Nil	Nil

Allocation

Details of the Australian and US NED Rights allocated and Woolworths Group shares issued or acquired pursuant to the NED Plans in any financial year will be set out in the Remuneration Report for that year, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14.

The maximum number of NED Rights that could be allocated in the next three years is not fixed and cannot be calculated presently because it depends on the extent to which each NED voluntarily elects to participate in the NED Plans and the Woolworths Group share price at future points in time.

- The maximum potential value of NED Rights that could be allocated annually under the Australian and US NED Plans is equal to $4,600,000 (which is the NED fee cap subject to shareholder approval in resolution 7)
- The actual value of NED Rights that will be allocated will be lower, because the level of NED fees is below the shareholder-approved fee cap, and some NEDs may not sacrifice all of their fees under the NED Plan
- No loan will be provided by the Group in relation to the allocation of Australian or US NED Rights under the NED Plans
- Australian and US NED Rights will be allocated no later than three years after the date of the meeting.

Below is a summary of the NED Rights allocated to directors since the introduction of the NED Plans through to 5 September 2026, and any further allocations before the AGM will be notified by an Appendix 3Y in the usual manner. Please note the average acquisition prices vary as they relate to participation during different periods of time.

Australian NED Rights

NON-EXECUTIVE DIRECTOR	TOTAL NUMBER OF SECURITIES	NUMBER OF SECURITIES ISSUED 2023-2026	AVERAGE ACQUISITION PRICE
Warwick Bray	9,034	8,749	A$30.9615
Jillian Broadbent	11,426	0	A$32.5529
Gordon Cairns	10,346	0	A$33.3953
Tracey Fellows	2,788	2,788	A$31.0762
Holly Kramer	13,891	3,626	A$34.2804
Scott Perkins	2,898	0	A$28.0650
Michael Ullmer	12,743	0	A$33.5381

US NED Rights

NON-EXECUTIVE DIRECTOR	TOTAL NUMBER OF SECURITIES	NUMBER OF SECURITIES ISSUED 2023-2026	AVERAGE ACQUISITION PRICE
Jon Alferness	198	198	A$37.5281
Jennifer Carr-Smith	14,174	2,939	A$36.0706

ASX listing rule waivers relating to this resolution

The ASX has granted a waiver from Listing Rules 10.15.1 and 10.15.11 to the extent necessary to permit this Notice of Meeting seeking shareholder approval for the participation by Non-executive Directors in the NED Plans:

- not to state the names of all future non-executive directors who may participate in the NED Plans; and
- to state that the non-executive directors in office from time to time may participate in the NED Plans.

The waivers were sought because participation in the NED Plans will be open to all non-executive directors from time to time, and in circumstances where the relevant issue of securities is specifically and exclusively for non-executive directors, there is no concern that shareholders will not be able to make an informed decision in the absence of all of those non-executive directors being named in the notice of meeting.

Future non-executive directors will not obtain any additional remuneration by participating in the NED Plans, and the securities to be acquired by future non-executive directors under the NED Plans will have identical terms to those proposed to be acquired by existing non-executive directors and which are subject to shareholder approval.

There is no concern that non-executive directors may acquire securities on advantageous terms by being able to participate in the plan in common with other non-executive directors, and future non-executive directors are not in a position to influence the formulation of the NED Plans.

The ASX granted similar waivers in advance of shareholders approving the granting of securities under the NED Plans at the 2023 AGM.

Board recommendation

As the Non-executive Directors have a personal interest in the outcome of this resolution 6, the directors have abstained from making a recommendation to shareholders as to how to vote in relation to this resolution.

7 Increase in aggregate cap of Non-executive Directors' remuneration

In accordance with article 10.8(a) of the Woolworths Group's constitution and ASX Listing Rule 10.17, the Group is seeking approval from shareholders to increase the maximum aggregate amount available for non-executive Directors' (NED) remuneration from $4,000,000 to $4,600,000 per financial year, an increase of $600,000. The current maximum aggregate amount of $4,000,000 was approved by shareholders at the 2010 Annual General Meeting, and for the financial year ended 28 June 2026, the total aggregate amount of remuneration paid to NEDs was approximately $3,552,347.

ASX Listing Rule 10.17 provides that an entity must not increase the total aggregate remuneration that may be paid to NEDs without the approval of shareholders. Article 10.8(a) of the Woolworths Group's constitution also provides that the total amount of remuneration provided to all the directors of the Group in any year may not exceed the amount approved by the Group in the general meeting.

Non-executive directors' remuneration and fee structure

The fees payable to NEDs are reviewed annually by the People Committee. The remuneration provided to each NED and Board and Committee fees are set out in the Remuneration Report for the financial year ended 28 June 2026 which are on pages 98 to 121 of the 2026 Annual Report.

It is not the Group's intention to use the whole of the new maximum aggregate immediately. As noted in section 4.1 of the Remuneration Report effective 1 September 2026, there is a 2% increase to Chair and NED base fees, and no change to Committee fees. The Board believes it is appropriate to seek shareholder approval to increase the maximum aggregate amount for NEDs fees for the following reasons:

- the Group expects there to be an increase in the number of NEDs while the Board is undergoing renewal and therefore more of the maximum aggregate amount will be utilised than previously
- to allow for new NEDs being appointed to the Board and provide for appropriate transition periods as part of an active Board renewal and succession planning process
- to continue to attract and retain individuals of the highest calibre to oversee the strategic and operational priorities of the Group, and
- to allow for appropriate future adjustments in line with market conditions.

In deciding to seek shareholder approval for the increase to the maximum aggregate amount, a review was undertaken of the prevailing levels of NED remuneration across ASX 50 companies.

The amount of the increase and the percentage of the increase to the maximum aggregate amount are appropriate and are consistent with recent shareholder approvals obtained by other major companies. Shareholders should note that the proposed increase in maximum aggregate amount does not relate to salaries paid to the Managing Director and Chief Executive Officer in her capacity as an executive of the Group. Ms Bardwell does not receive remuneration in the form of directors' fees in addition to her salary as disclosed in the Remuneration Report.

Information required by the ASX Listing Rules

If shareholder approval is obtained, the NEDs remuneration limit will be $4,600,000 per financial year, an increase of $600,000.

If shareholder approval is not obtained, the NEDs remuneration limit will remain unchanged at $4,000,000 per financial year.

No securities have been issued to a NED under ASX Listing Rule 10.11. Securities have been issued under ASX Listing Rule 10.14 to eligible NEDs under the Australian Non-executive Director Equity Plan and US Non-executive Director Equity Plan with shareholder approval at the 2023 Annual General Meeting. Under ASX Listing Rule 10.17 securities that have been issued to directors in the preceding 3 years are included in the NED Rights table on page 21.

The ASX Listing Rules and the Corporations Act prohibit certain persons from voting on resolution 7. A voting exclusion statement applies to resolution 7, which is set out on page 6 of this Notice of Meeting.

Board recommendation

As the Non-executive Directors have a personal interest in the outcome of resolution 7, the directors have abstained from making a recommendation to shareholders as to how to vote in relation to this resolution.

Annexure A

STATEMENT PURSUANT TO SECTION 249P OF THE CORPORATIONS ACT

A group of shareholders holding less than 0.0115% of the Company's ordinary shares has requested, pursuant to section 249P of the Corporations Act, that the following statement about Item 3(a) be provided to shareholders.

Woolworths Group is legally required to circulate the statement to shareholders. However, the Board and Company do not endorse, and are not responsible for, the contents of the statement or any inaccurate, misleading or unfounded statements contained in it.

The Board's response

The Board recommends that shareholders vote FOR Item 3(a), and expresses its full support for the re-election of Mr Scott Perkins as Non-executive Director and Chair of Woolworths Group.

A group of shareholders holding 0.0115% of the Company's ordinary shares is urging shareholders to vote against the re-election of the Board Chair, alleging that Woolworths Group has failed to appropriately respond to ESG risks and concerns that they have raised during his time as Chair.

The members' statement relies on a series of unfounded allegations, historical misrepresentations, and a flawed characterisation of the Board's oversight of risk and corporate governance.

Through the established governance and oversight mechanisms the Board has demonstrated experience in appropriate due diligence and risk management.

Board's strong support for re-election of Mr Scott Perkins

The Board expresses its full support for the re-election of Mr Scott Perkins as Chair of Woolworths Group. The Board considers that Mr Perkins continues to provide outstanding service and leadership, leveraging his extensive governance experience.

Mr Perkins was appointed Chair four years ago in October 2022 after having earlier joined the Board in 2014. As Chair, Mr Perkins has provided critical leadership stability during the CEO transition from September 2024, and has overseen an orderly Board succession and renewal program. Recent Board appointments steered by Mr Perkins with the support of all directors, have further strengthened the Board's retail expertise, providing fresh perspectives alongside directors with deep understanding of Woolworths Group and its business to support management in executing the Group's strategy to deliver better customer experiences and long-term shareholder returns. Messrs Jon Alferness and Terry Bowen, if elected, will make significant contributions and be part of the ongoing process of change and renewal of the Woolworths Group Board which has been a hallmark of this company throughout its history.

Ahead of recommending Mr Perkins' re-election, the Board and Nominations Committee completed a robust, externally facilitated Board effectiveness evaluation, and independence assessment, confirming unequivocally his ongoing leadership effectiveness, and continuing independence.

With the Board's strong support for Mr Perkins' additional term, Chair succession will be a key focus, and the Board has formalised a process so that this is achieved in an orderly manner.

Your Board and management team's primary focus has been on delivering better customer experiences and transforming to be a future-fit modern retailer. We are galvanised in our belief that if we do this successfully, we will be the first choice for customers and deliver long-term sustainable growth for our shareholders.

Allegations regarding competitor engagement

The members' statement repeats public assertions made by the shareholder group's representatives regarding alleged improper communications between Mr Perkins and the Chair of Coles Group concerning Tasmanian salmon.

The Board confirms unequivocally that these allegations are unfounded. Furthermore, the Australian Competition and Consumer Commission (ACCC) has advised that it does not propose to pursue the matter further.

The Board considers this matter closed and rejects any assertion of a governance failure or poor judgement in relation to this issue.

Annexure A (continued)

Allegation regarding Seafood Supply Chain (Outlaw Ocean Project)

Their reference to historical claims made by the 'Outlaw Ocean Project' misrepresents Woolworths' supply chain practices, and alleges that some of Woolworths' seafood suppliers were connected to fishing boats accused of human rights violations.

When these allegations were first raised in 2023, Woolworths Group investigated the concerns and confirmed that none of its products were sourced from the processors in question. This finding was explicitly communicated at the time to the Outlaw Ocean Project.

The Group continues to undertake due diligence on its direct and indirect seafood suppliers. Our proactive approach is focused on identifying, mitigating and remediating issues and risks of worker exploitation and modern slavery and we report on our progress transparently in our 2026 Modern Slavery Statement.

Woolworths Group's Human Rights Program has been recognised as number 1 in the global Know the Chain Food and Beverage benchmark.

2024 industrial action

Regarding the 2024 industrial action, it is an unfounded claim for the members' group to suggest the reason for this was as a result of implementing AI surveillance tools. The Board supported management's focus on strong cost management in resisting union demands for wage increases across a number of sites in excess of 25% over three years, materially above inflation, and the request for a moratorium on performance standards that would have precluded Woolworths Group's ability to manage productivity.

This was at a critical time when Woolworths Group was actively working to keep food and groceries affordable for customers facing ongoing cost-of-living pressures.

Underpayments

Woolworths Group's proactive self-reporting, transparent disclosure, and extensive remediation of historical payroll underpayments first identified in 2019, prior to the current Chair commencing in this role, is openly and extensively documented in the Group's external reporting.

The Board, with support of the People Committee, continues to oversee the remediation and pay compliance programs, with appropriate controls, pay confidence and pay accuracy uplifted considerably since 2019.

Additional information is available in our 2026 Annual Report.

ESG Risks & Sourcing – Board oversight and governance

The Board strongly refutes the assertion that it has ignored nature-related risks or failed to manage ESG issues.

Mr Perkins and the senior leadership team have held a series of direct engagements with a broad range of stakeholders on nature-related risks and ESG issues, including with representatives of the group bringing this members' statement.

Directors regularly consider these matters in Sustainability Committee meetings and at Board level, with relevant aspects considered in other Board sub-committees including the Audit & Finance Committee and the Risk Committee.

We have listened carefully to our shareholders and other stakeholders, including those who have asked for more detailed information on some of these matters, and we have responded in our enhanced reporting.

Response on Tasmanian Salmon

At the 2024 Annual General Meeting (AGM), a resolution from the same member group requested that Woolworths Group cease sourcing salmon from Macquarie Harbour in Tasmania. The resolution was opposed by ~95% of the shares voted and was not approved. As part of the Group's direct engagements with representatives for the current member statement, and in their public representations, it is clear that this year's approach is aimed at this same objective.

Rather than exiting salmon sourcing from Macquarie Harbour, Woolworths Group's approach to meeting our customers' needs continues to be grounded in expert advice and a willingness to take positive action with suppliers, industry and government in improving standards and the longer term viability of the industry.

At our 2025 AGM, the member group also sought a resolution regarding enhanced disclosure on farmed seafood risks and impacts. The resolution was opposed by ~65% of the shares voted and was not approved.

However, in line with our Group's commitment to reporting transparency, Woolworths Group has provided enhanced disclosure on its due diligence program for assessing impacts and risks in its farmed seafood supply chain, and clearly articulated plans to identify and address nature based risks and opportunities more broadly.

Woolworths Group's 2026 Nature Report includes disclosure on the identification of nature-related risks and impacts utilising the Taskforce on Nature-related Financial Disclosures 'LEAP' assessment approach, due diligence processes, and specific nature based actions. This report does not ignore the concerns raised in relation to salmon and in fact, it explicitly addresses the issue and identifies the actions we are taking.

With respect to concerns raised specifically with regard to salmon sourced from Tasmania, Tasmania's salmon industry faces several environmental challenges, including rising ocean temperatures driven by climate change, continued exposure to disease outbreaks, potential impacts to threatened species, and increasing community expectations regarding farming practices. Woolworths Group is monitoring these conditions closely with our suppliers and scientific advisors.

Macquarie Harbour, on Tasmania's west coast, is a known habitat of the endangered Maugean skate. The Australian government's Threatened Species Scientific Committee has identified salmon farming as a threat to this species. Recent observations from the Institute of Marine and Antarctic Studies report some stabilisation in skate relative abundance, but that the population remains vulnerable. Woolworths Group is actively working with suppliers, industry, government, and scientific experts to support continued environmental management and monitoring.

Woolworths Group remains committed to driving continuous improvements in Tasmanian Salmon sourcing. We are engaging with suppliers to adopt the latest and highest available global aquaculture standard, the Aquaculture Stewardship Council certification. This initiative, led by the Group, will lift the standard for all salmon produced at Macquarie Harbour – not just for Woolworths' customers, but for all Australian consumers.

We continue to work with suppliers, industry and government, to support future resilience. One such initiative is the Blue Economy CRC, who are leading aquaculture trials to explore deepwater offshore farming in Bass Strait.

Board recommendation

The Board (other than Mr Perkins due to his candidacy) strongly recommends that shareholders vote FOR resolution 3(a).

Further information

This Notice of Meeting should be read in conjunction with the other reports that comprise the 2026 Woolworths Group reporting suite, as listed below.

Our 2026 annual reporting documents include:

Annual Report

Modern Slavery Statement

Nature Report

Sustainability Data Pack

The 2026 reporting suite can be found at **www.woolworthsgroup.com.au/reports**

Annexure A (continued)

Members' statement

Our group of shareholders recommends voting against the re-election of incumbent Board Chairman, Scott Perkins. Our group also recommends that, in the case Scott Perkins is re-elected, he be replaced as chair of the Board.

In our opinion, Mr Perkins has presided over governance failures or personally made decisions that invited unnecessary risks to shareholder value, including:

1. Chairing a Board we believe has ignored shareholder voice on material concerns expressed through record high support for resolutions
2. Showing serious poor judgement by initiating communications with Woolworths' largest competitor, Coles
3. Overseeing a period where the reputation of Woolworths as a corporation has fallen when research suggests nearly one third of all shareholder value is attributed to reputation
4. Failing to establish adequate risk management and oversight mechanisms that can identify and mitigate ESG risks

Mr. Perkins has remained on the Board for 12 years, as Chairman for four, and is now seeking an extension to 15 years despite these failures. His request for an extension to 15 years is unusual for modern public company directors in Australia and most of these have specific industry qualifications or were founders, neither of which applies to Mr. Perkins.[1]

The Chair is ultimately responsible for the direction of the company and therefore must be held accountable for its track record.

Dismissing repeated strong shareholder feedback without meaningful response

The *Australian Financial Review* has reported allegations that Mr. Perkins initiated communication with the Chairman of Woolworths' largest competitor, Coles, to discuss how to deal with an environmental backlash against Tasmanian salmon.[2] In its comments to the AFR, Woolworths did not deny those allegations.

The allegations have been the subject of a complaint to Australia's competition regulator, the ACCC.[3] In our opinion, if those allegations are true, then they demonstrate poor judgement on the part of Mr. Perkins, given it coincided with increased scrutiny on competition between the two supermarkets, including accusations from the ACCC of parallel pricing and fake discounts.[4]

As demonstrated by the coverage in the AFR, those discussions invited reputational damage on Woolworths, creating unnecessary risk to shareholder value. Our group of shareholders does not allege that any discussions were illegal, but consider that they give rise to legitimate governance concerns.

Woolworths' reputation has fallen during Mr. Perkin's period as Chair, damaging brand value

As Chair Mr. Perkins has presided over a period where the reputation of Woolworths as a corporation has fallen from the most trusted brand in Australia in 2022 to consistently one of the least trusted.[5] In our view, Mr. Perkins has not adequately addressed this fact even though research attributes over one third of all shareholder value to reputation.[6]

Failure to manage ESG issues risks further brand damage

In addition to these problems, Woolworths has failed to identify and mitigate material ESG risks, including:

- Implementing AI employee surveillance tools that triggered 17 days of industrial action resulting in reduced H1 2025 EBIT by $95 million or 6.1%.[7]
- Regulatory action due to underpayment of staff, costing the company $330 million.[8]
- Selling seafood linked to multiple companies accused of serious human rights violations, including Chinese processors using Uighur forced labor.[9]
- Ignoring a decade of scientific evidence that the salmon it sells threatened the Macquarie Harbour UNESCO World Heritage Area, including the endangered Maugean Skate with extinction, and the advice of its NGO partner, WWF, that the sustainability certifications it used were not fit-for-purpose.[10]

Despite strong shareholder votes requesting better practices and meetings with stakeholders urging independent due diligence of its seafood supply chains, the company continues relying on flawed certifications that fail to mitigate exposure to these risks.[11] We are concerned that, given the above allegations regarding forced labour, Woolworths is not taking adequate steps to prepare for the legislation in Australia that will impose criminal penalties on companies that fail to prevent modern slavery in their supply chains.[12]

We do not consider this risk to Woolworths' reputation is worth taking to continue selling products that earns immaterial revenue for the Company. We believe it risks further brand damage and legal challenge when it claims to be "advancing responsible aquaculture practices".[13]

These failures highlight inadequate Board skills, due diligence processes, risk management and oversight mechanisms

Directors that fail to identify the company's nature-related dependencies and impacts, and consider the potential risks this may pose to the company could breach their duty of care.[14] Woolworths has received 6 nature-related shareholder resolutions over 2 years concerning the environmental impact of their seafood and beef supply chains and the world's first OECD complaint against a major retailer for environmental violations.[15]

The Board requires directors with demonstrable expertise in managing ESG risks and leadership committed to substantive action rather than cosmetic responses to these risks.

As Chair of the Board, Mr. Perkins should be accountable for failing to manage governance and reputational risks, and his request for an extension to 15 years on the Board is unjustified. We therefore urge shareholders to vote against his re-election.

1 Maybe Report, Australia's longest serving non-executive directors, 2025, https://www.maynereport.com/articles/2008/02/25-1638-4374.html
2 Australian Financial Review, "Geoff Cousins accuses Woolworths chair of 'a kind of collusion' with Coles", 16 April 2026, available at: https://www.afr.com/companies/retail/geoff-cousins-accuses-woolworths-chairman-of-collusion-with-coles-20260415-p5zo2o
3 Bob Brown Foundation, "Bob Brown Foundation takes Coles, Woolworths to ACCC over salmon", https://bobbrown.org.au/bob-brown-foundation-takes-coles-woolworths-to-accc-over-salmon/
4 Australian Financial Review, "ACCC argues Woolworths' 'magic' discounts were fake, calculated", April 21, 2026.
5 See Roy Morgan, *The top 10 most trusted brands in Australia* report for December 2022, December 2024 and March 2026
6 AMO Strategic Advisers, What price reputation? Corporate Reputation Value Drivers: A Global Report by AMO
7 Woolworths Group, "2025 Half-Year Results".
8 Mallesons, "Federal Court rules out contractual set-off of award entitlements between pay periods",
9 Outlaw Ocean Project, *Woolworths*.
10 Environment Tasmania, Complaint against Woolworths Group on Violations of the OECD Guidelines for Multinational Enterprises on Responsible Business Conduct
11 Woolworths Group, *Seafood Sourcing*. For the failure of certifications, see Environment Tasmania, "*Complaint against Woolworths Group on Violations of the OECD Guidelines for Multinational Enterprises on Responsible Business Conduct*" and SeaChoice, "New ASC Farm Standard serves salmon industry, not oceans".
12 Corrs Chambers Westgarth, *Failure to prevent modern slavery in supply chains: Australia's next corporate criminal offence*
13 Woolworths is already the subject of a complaint to the ACCC over its use of labels claiming responsible sourcing for Macquarie Harbour salmon: see Environmental Defenders' Office, "*Extinction greenwashing': supermarkets target of ACCC complaint over misleading salmon claims*."
14 Pollination, *Nature-related risks and directors' duties*
15 OECD Watch, *Environment Tasmania vs Woolworths*.

Woolworths Group

Woolworths Group

ABN 88 000 014 675

LODGE YOUR PROXY

ONLINE
https://au.investorcentre.mpms.mufg.com

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10 Darcy Street, Parramatta NSW 2150

ALL ENQUIRIES TO
Telephone: 1300 368 664 Overseas: +61 1300 368 664

X99999999999

PROXY FORM

I/We being a member(s) of Woolworths Group Limited (Woolworths Group) and entitled to attend and vote hereby appoint:

STEP 1

APPOINT A PROXY

☐ **the Chair of the Meeting (mark box)**

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name and email of the person or body corporate you are appointing as your proxy. An email will be sent to your appointed proxy with details on how to access the meeting.

Name

Email

or failing the person or body corporate named, or if no person or body corporate is named or an email address is not provided, the Chair of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of Woolworths Group to be held at **10:00am (AEDT) on Thursday, 29 October 2026** (the **Meeting**) and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a hybrid meeting. You can participate by attending in person at **Woolworths Group Support Office, 1 Woolworths Way, Bella Vista NSW 2153**, or online at **https://meetings.lumiconnect.com/300-861-309-822**. The **Notice of Meeting** can be viewed and downloaded at **woolworthsgroup.com.au**.

Important for Resolutions 2, 4, 5, 6 & 7: If the Chair of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chair of the Meeting to exercise the proxy in respect of Resolutions 2, 4, 5, 6 & 7, even though the Resolutions are connected directly or indirectly with the remuneration of a member of Key Management Personnel (**KMP**).

The Chair of the Meeting intends to vote undirected proxies in favour of Resolutions 2, 3a, 3b, 3c, 3d, 4, 5, 6 and 7.

STEP 2

VOTING DIRECTIONS

Proxies will only be valid and accepted by Woolworths Group if they are signed and received no later than 10:00am (AEDT) on Tuesday, 27 October 2026.

Please read the voting instructions overleaf before marking any boxes with an ☒

	Resolutions	**For**	**Against**	**Abstain***
2	Adoption of the Remuneration Report	☐	☐	☐
3a	To re-elect Mr Scott Perkins as a director	☐	☐	☐
3b	To re-elect Mr Warwick Bray as a director	☐	☐	☐
3c	To elect Mr Jon Alferness as a director	☐	☐	☐
3d	To elect Mr Terry Bowen as a director	☐	☐	☐
4	Managing Director and Chief Executive Officer F27 Long Term Incentive Grant	☐	☐	☐
5	Approve the approach to termination benefits for three years	☐	☐	☐
6	Approve the Non-executive Directors' Equity Plans	☐	☐	☐
7	Increase in aggregate cap of Non-Executive Directors' remuneration	☐	☐	☐

ⓘ * If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf and your votes will not be counted in computing the required majority on a poll.

STEP 3

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)	Joint Shareholder 2 (Individual)	Joint Shareholder 3 (Individual)
Sole Director and Sole Company Secretary	Director/Company Secretary (Delete one)	Director

This form should be signed by the shareholder. If a joint holding, all shareholders must sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Woolworths Group share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chair of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name and email of that individual or body corporate in Step 1. A proxy need not be a shareholder.

DEFAULT TO CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as they see fit. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting MUFG Corporate Markets (AU) Limited on +61 1300 368 664 or you may copy this form and return them both together.

To appoint a second proxy you must:

(a) state the percentage of your voting rights or number of shares applicable on each of the first Proxy Form and the second Proxy Form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and

(b) return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, all shareholders must sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

In order for a body corporate shareholder to attend and vote at the AGM, an individual must be appointed to represent the body corporate. Appointed body corporate representatives will need to provide a signed 'Appointment of Corporate Representative' form to MUFG Corporate Markets (AU) Limited to be able to vote at the meeting. The form can be obtained online at www.mpms.mufg.com/en/mufg-corporate-markets or by calling MUFG Corporate Markets (AU) Limited on +61 1300 368 664. Body corporate representatives will require the SRN/HIN and postcode for the holding to register as a shareholder at the AGM.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am (AEDT) on Tuesday, 27 October 2026,** being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:

ONLINE
https://au.investorcentre.mpms.mufg.com

Login to the Investor Centre using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to appoint your proxy. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).

BY MOBILE DEVICE

QR Code

You can lodge your vote by scanning the QR code adjacent or entering the link **https://au.investorcentre.mpms.mufg.com** into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.

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10 Darcy Street
Parramatta NSW 2150

* During business hours (Monday to Friday, 9:00am–5:00pm)

IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU. THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.